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December 11, 2003

Mr. Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0609

Dear Mr. Katz:

As the State Representative for Ohio's 84th House District, I write you today in reference to "File S7-19-03" and encourage you to seriously reconsider the Securities and Exchange Commission's "Director Elections" proposal that would permit shareholders to nominate directors in company proxy statements. This concept could have a negative effect on a company's financial well-being.

There are several reasons why I oppose these rules, the major reason being that the proposal the SEC has put forth will not enhance corporate governance. Instead, the proposals could allow special interest groups to take over the process of electing directors. Second, the proposal will impact most, if not all, U.S. public companies, regardless of their corporate governance practices or their responsiveness to shareholders. The unintended consequences of director election legislation will stifle business innovation, decrease productivity and inhibit economic growth. None the less, the effectiveness of board oversight is likely to be jeopardized because the proposal could lead to divisive boards that have difficulty functioning as a team.

Over the past several years corporate governments have already taken steps and made widespread comprehensive changes in corporate governance, therefore lessening the need of SEC's "Director Election" proposal. Directors are increasingly nominated by completely independent nominating committees and director education and evaluation has increased. Additionally, the proposed listing standards will require the majority of the board, as well as the audit, nominating and compensation committees to be made **up** of independent directors. Boards have been able to increase their communications with their shareholders by meeting more often and holding executive sessions.

In closing, I feel that effective governance lies in the ability of independent boards of directors to exercise their business judgment in corporate matters. Therefore, SEC should refine its director elections proposals to target only companies that are unresponsive to shareholders.

Thank you for your attention to this matter and your reconsideration of the proposal would be greatly appreciated.

Sincerely,

Chris Widener
State Representative
84th House District

CRW/jlm

State Representative

Chief Clerk

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